


**STOCKHOLDERS:**

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Andrew E. Rubin

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Christopher White

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Richard Miner

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Nickolas Sears

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~~Sandra Bernardi~~ McQueen

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Tracey Cole

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Andrew Hertzfeld

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John Kim

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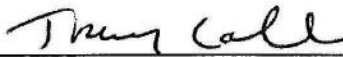
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Christopher White

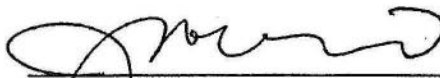
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*Andrew Hertzfeld*  
Andrew Hertzfeld

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John Kim

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Ficus Kirkpatrick

Andrew McFadden

Katie Rubin

Michael Rubin

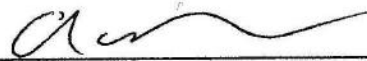
Robert Rubin

Brian Swetland

Andrew K. Turk

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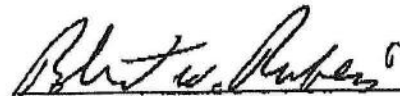
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## Schedule 1.1

NAME AND ADDRESS	NUMBER OF SHARES OF COMPANY COMMON STOCK OWNED AT THE CLOSING	CLOSING PURCHASE PRICE ALLOCATION	WIRE TRANSFER INSTRUCTIONS
Rubin, Andrew E. 25299 La Loma Drive Los Altos Hills, CA 94022	2,860,000	[to come]	Name: Andrew Rubin Bank: World Savings 950 Stanford Shopping Center Palo Alto, CA 94304 Account #: 673166906 ABA #: 122287196
White, Christopher 461 Second Street, #331 San Francisco, CA 94107	3,000,000		Name: Chris White Bank: J.P. Morgan Chase One Chase Manhattan Plaza New York, NY 10005 Routing #: 021-000021 For Credit to: National Financial Services LLC Account #: 066196-221 FBO: Chris White For Final Credit to: Z42349003
Miner, Richard 175 Second Street Cambridge, MA 02142	2,000,000		Name: Richard A. Miner Bank: Bank of New York New York, NY ABA #: 021-000018 A/C: Pershing LLC Account #: 890-051238-5 FFC Account Name: Richard Miner FFC Account #: 5xm-003698
Sears, Nickolas 17104 163rd Place, SE Renton, WA 98058	2,000,000		Name: Nickolas Sears Bank: Deutsche Bank Trust Company FBO: National Investor Services Corp. Account #: 00-853820 ABA #: 0-21001033 Primary Account Holder: Nickolas J. Sears Joint Account Holder: Gloria Santoro Account: 41509718-12
McQueen, Sandra 215 Old Spanish Trail Portola Valley, CA 94028	20,000		Name: Sandra McQueen Bank: First Republic Bank Account #: 95400012973 ABA #: 321081669

NAME AND ADDRESS	NUMBER OF SHARES OF COMPANY COMMON STOCK OWNED AT THE CLOSING	CLOSING PURCHASE PRICE ALLOCATION	WIRE TRANSFER INSTRUCTIONS
Cole, Tracey 204 Bayswater Ave. Burlingame, CA 94010	156,270		Name: Tracey L. Cole Bank: US Bank Account #: 153453-238591 ABA #: 121122676
Hertzfeld, Andrew 329 Lincoln Ave. Palo Alto, CA 94301	20,000		Name: Andy Hertzfeld Bank: Cupertino National Bank & Trust Account #: 00-1200216 ABA #: 121141152 For Credit to GBTC: Hertzfeld #3590
Kim, John 4833 Hillard Ave. La Canada, CA 91011	35,000		Name: John T. Kim Bank: Bank of America 537 Foothill Blvd. La Canada-Flintridge, CA 91011 Account #: 488207576 ABA #: 122000661
Kirkpatrick, Ficus 116 Raye St. Seattle, WA 98109	100,000		Bank: USAA Federal Savings Bank 10750 McDermott Freeway San Antonio, TX 78288-9876 Account #: 22556907 ABA #: 314074269
McFadden, Andrew 1103 Lautrec Terrace Sunnyvale, CA 94087-2700	104,637		Name: Andrew Todd McFadden Bank: Citibank NA 111 Wall Street New York, NY 10043 Citibank ABA #: 0-21000089 For Credit to: Charles Schwab & Co., Inc. Account #: 4055-3953 Name on account: Andrew Todd McFadden Schwab Account #: 6089-2826
Rubin, Katie 911 Pennsylvania Place, #2 Davis, CA 95616	20,000		Name: Kathryn Lauren Rubin Bank: Washington Mutual Account #: 984354945 ABA #: 322271627
Rubin, Michael 204 Nice Way Colchester, VT 05446	50,000		Name: Michael Rubin Bank: New England Federal Credit Union Account #: 1269251003 ABA #: 211691127

NAME AND ADDRESS	NUMBER OF SHARES OF COMPANY COMMON STOCK OWNED AT THE CLOSING	CLOSING PURCHASE PRICE ALLOCATION	WIRE TRANSFER INSTRUCTIONS
Rubin, Robert 9421 Eagle Rock Ave. NE Albuquerque, NM 87122	50,000		Name: Robert W. Rubin Bank: Bank of America 6410 Gibson Blvd. SE Albuquerque, NM 87108 Account #: 000-109683920 ABA #: 02600-9593
Swetland, Brian 104 Paul Ave. Mountain View, CA 94041- 2236	207,541		Name: Brian Swetland Bank: Bank of America Account #: 06220-04887 ABA #: 121000358
Turk, Andrew K. 750 Warfield Ave., #301 Oakland, CA 94610	92,287		Name: Andrew K. Turk Bank: Patco Credit Union 156 Second Street San Francisco, CA 94105-3700 Account #: 74600020914311 ABA #: 321076470
<b>Totals:</b>	<b>10,715,735</b>		

Exhibit C

Milestones

Milestone 1

Buyer's mobile telephone handset manufacturing partner(s) shall have shipped a minimum of one functional mobile telephone using an operating system developed by the Company (a "**Company Enabled Phone**"), and Buyer shall have entered into a definitive agreement with at least one wireless carrier (which carrier must provide service to a minimum of 15 million customers) providing for the service contract related to the Company Enabled Phone. The Company Enabled Phone may not be a mere prototype but rather shall be a functional mobile telephone that, if replicated, would be suitable for use by a large number of consumer end users.

Milestone 2

Buyer's mobile telephone handset manufacturing partner(s) shall have shipped an aggregate of 5 million Company Enabled Phones.

Milestone 3

Buyer's mobile telephone handset manufacturing partner(s) shall have shipped an aggregate of 10 million Company Enabled Phones.

Milestone 4

Buyer's mobile telephone handset manufacturing partner(s) shall have shipped an aggregate of 50 million Company Enabled Phones.



Exhibit DNotes

<u>Noteholder</u>	<u>Date of Note</u>	<u>Original Principal Amount</u>	<u>Additional Cash Payment If Acquisition Occurs</u>	<u>Total Amount Payable if Acquisition Occurs (Including Accrued Interest)<sup>1</sup></u>	<u>Wire Transfer Instructions</u>
Andrew E. Rubin	12/1/03	\$250,000	\$0	\$201,060.75	Name: Andrew Rubin Bank: World Savings 950 Stanford Shopping Center Palo Alto, CA 94304 Account #: 673166906 ABA #: 122287196
	6/28/05	\$20,000	\$0	\$20,009.45	
Chris White	12/15/04	\$50,000	\$0	\$51,559.59	Name: Chris White Bank: J.P. Morgan Chase One Chase Manhattan Plaza New York, NY 10005 Routing #: 021-000021 For Credit to: National Financial Services LLC Account #: 066196-221 FBO: Chris White For Final Credit to: Z42349003
	3/8/05	\$50,000	\$0	\$50,905.82	
Stephen G. Perlman, Trustee of the Stephen G. Perlman Revocable Trust UDT dated August 7, 1997	7/1/04	\$100,000	\$0	\$105,829.86	Name: Stephen G. Perlman Bank: First Republic Account #: 95400016321 ABA #: 321081669 Mailing Address: 1107 Hamilton Ave. Palo Alto, CA 94301
Anthem/CIC Ventures Fund, LP	11/10/04	\$75,000	\$0	\$78,830.14	To: SIL VLY BK SJ Routing & Transit #: 121140399 For Credit of: Anthem/CIC Ventures Fund, L.P. Credit Account #: #3300416474 By Order of: Google Inc.

<sup>1</sup> Based on a Closing Date of July 1, 2005. If the Closing Date is not July 1, 2005, Exhibit D will be updated to reflect amounts payable on the actual Closing Date.

<u>Noteholder</u>	<u>Date of Note</u>	<u>Original Principal Amount</u>	<u>Additional Cash Payment If Acquisition Occurs</u>	<u>Total Amount Payable if Acquisition Occurs (Including Accrued Interest)<sup>1</sup></u>	<u>Wire Transfer Instructions</u>
Bruce Leak	3/25/05	\$100,000	\$50,000	\$151,543.84	Account Title: Bruce Leak Bank Name: Wells Fargo Bank, N.A. City/State: San Francisco, CA Routing Transit #: 121000248 Account #: 0471470252
Konstantin Othmer	1/5/05	\$100,000	\$100,000	\$202,788.36	Wire to: E*TRADE Securities Account Name: Konstantin Othmer Address: 550 Oak St. Mountain View, CA 94041 Phone Number: (650) 248-4331 Amount: \$202,788.36 E*TRADE Securities Brokerage Account Number: ET6410-5815 Receiving Bank Name: The Bank of New York ABA #: 021 000 018 FBO #: E*TRADE Securities LLC Account #: 890 034 6256 For Further Credit to: ET6410-5815
Nickolas Sears	2/28/05	\$15,000	\$0	\$15,290.65	Name: Nickolas Sears Bank: Deutsche Bank Trust Company FBO: National Investor Services Corp. Account #: 00-853820 ABA #: 0-21001033 Primary Account Holder: Nickolas J. Sears Joint Account Holder: Gloria Santoro Account: 41509718-12
Richard Miner	3/21/05	\$30,000	\$0	\$30,482.05	Name: Richard A. Miner Bank: Bank of New York New York, NY ABA #: 021-000018 A/C: Pershing LLC Account #: 890-051238-5 FFC Account Name: Richard Miner FFC Account #: 5xm-003698

<u>Noteholder</u>	<u>Date of Note</u>	<u>Original Principal Amount</u>	<u>Additional Cash Payment If Acquisition Occurs</u>	<u>Total Amount Payable if Acquisition Occurs (Including Accrued Interest)<sup>1</sup></u>	<u>Wire Transfer Instructions</u>
Thoits Bros., Inc.	6/23/05	\$11,200	\$0	\$11,214.12	Name: Thoits Bros., Inc. Bank: Mid-Peninsula Bank Account #: 0101279701 ABA #: 90-4153-1211 Routing #: 121141534
	Fee for Lease Modification (to be paid directly by Buyer to Thoits Bros., Inc.):			\$342,000	